



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2011
OF THE CONDITION AND AFFAIRS OF THE

Health Alliance Plan of Michigan

NAIC Group Code	1311	1311	NAIC Company Code	95844	Employer's ID Number	38-2242827
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO, Federally Qualified? Yes [X] No []	
Incorporated/Organized	06/27/1978		Commenced Business		02/08/1979	
Statutory Home Office	2850 West Grand Boulevard			Detroit, MI 48202		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	2850 West Grand Boulevard		Detroit, MI 48202		313-872-8100	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	2850 West Grand Boulevard			Detroit, MI 48202		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	2850 West Grand Boulevard		Detroit, MI 48202		248-443-1093	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.hap.org					
Statutory Statement Contact	Dianna L Ronan CPA			248-443-1093		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	dronan@hap.org			248-443-8610		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
William R Alvin	President and CEO	Ronald W Berry	Treasurer
Irita B Matthews	Asst Secretary		

OTHER OFFICERS

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DIRECTORS OR TRUSTEES

William R Alvin	Cindy Bala-Brusilow Ph D	Marvin W Beatty	William A Conway MD
Linda Ewing	John T Gargaro	Joyce V Hayes-Giles #	Harvey Hollins III #
Jamie C Hsu Ph D #	Kirk J Lewis #	Jackie A Martin	Catherine A Roberts
Robin Scales-Wooten	Nancy Schlichting	Rebecca R Smith	Susie M Wells

State ofMichigan.....

County ofWayne.....

ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

William R Alvin
President and CEO

Ronald W Berry
Treasurer

Irita B Matthews
Asst Secretary

a. Is this an original filing?	Yes [X] No []
b. If no:	
1. State the amendment number	0
2. Date filed	
3. Number of pages attached	0

Subscribed and sworn to before me this
_____ day of _____,

Roderick Irwin Curry, Notary
August 14 2013

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	155,454,196		155,454,196	110,872,960
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	114,482,567		114,482,567	103,983,842
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	3,679,924	2,934,740	745,184	767,022
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$17,888,912), cash equivalents (\$0) and short-term investments (\$183,330,641)	201,219,552		201,219,552	193,253,982
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	28,577		28,577	46,000
8. Other invested assets	10,965,692		10,965,692	0
9. Receivables for securities	354,266		354,266	2,790,207
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	1,094,479	0	1,094,479	1,353,321
12. Subtotals, cash and invested assets (Lines 1 to 11)	487,279,254	2,934,740	484,344,514	413,067,335
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	1,122,521		1,122,521	943,362
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	34,086,782		34,086,782	30,751,670
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	720,050		720,050	473,614
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	19,799,521	17,564,252	2,235,269	1,957,611
21. Furniture and equipment, including health care delivery assets (\$)	441,806	441,806	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	1,641,892		1,641,892	3,184,329
24. Health care (\$3,600,036) and other amounts receivable	3,600,036		3,600,036	4,304,119
25. Aggregate write-ins for other than invested assets	11,626,634	11,520,241	106,393	71,748
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	560,318,495	32,461,038	527,857,457	454,753,789
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	560,318,495	32,461,038	527,857,457	454,753,789
DETAILS OF WRITE-INS				
1101. Deferred Compensation	1,054,642		1,054,642	1,000,258
1102. Rabbi Trust	39,838		39,838	353,064
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	1,094,479	0	1,094,479	1,353,321
2501. Intangible Assets	6,790,422	6,790,422	0	0
2502. Goodwill	2,796,212	2,796,212	0	0
2503. Prepaid Expense	1,933,607	1,933,607	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	106,393	0	106,393	71,748
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	11,626,634	11,520,241	106,393	71,748

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	133,369,534	4,246,962	137,616,496	115,396,294
2. Accrued medical incentive pool and bonus amounts	5,782,685		5,782,685	5,398,310
3. Unpaid claims adjustment expenses	1,068,431		1,068,431	927,229
4. Aggregate health policy reserves	310,743		310,743	310,743
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	47,455,615		47,455,615	14,931,635
9. General expenses due or accrued	22,328,069		22,328,069	21,914,917
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	3,969,592		3,969,592	1,722,811
16. Derivatives.....	205,077		205,077	123,440
17. Payable for securities	5,582,047		5,582,047	5,947,099
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	13,147,522	0	13,147,522	3,114,120
24. Total liabilities (Lines 1 to 23).....	233,219,315	4,246,962	237,466,277	169,786,599
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX		0
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	290,391,179	284,967,190
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	290,391,179	284,967,190
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	527,857,457	454,753,789
DETAILS OF WRITE-INS				
2301. Pension Liability - Long Term.....	10,045,880		10,045,880	1,063,917
2302. Retiree Health Benefits.....	1,122,970		1,122,970	1,049,946
2303. Deferred Compensation.....	1,054,642		1,054,642	1,000,258
2398. Summary of remaining write-ins for Line 23 from overflow page	924,030	0	924,030	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	13,147,522	0	13,147,522	3,114,120
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	2,991,421	3,058,255	4,085,888
2. Net premium income (including \$ non-health premium income).....	XXX	1,343,280,477	1,292,687,188	1,733,243,460
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	5,214	6,008
8. Total revenues (Lines 2 to 7)	XXX	1,343,280,477	1,292,692,402	1,733,249,468
Hospital and Medical:				
9. Hospital/medical benefits		898,824,017	873,150,641	1,150,136,941
10. Other professional services			0	0
11. Outside referrals		46,061,277	41,639,236	55,663,090
12. Emergency room and out-of-area		106,079,319	105,428,744	140,579,375
13. Prescription drugs		168,111,068	166,234,849	238,391,809
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		5,086,776	4,543,317	7,053,662
16. Subtotal (Lines 9 to 15)	0	1,224,162,457	1,190,996,787	1,591,824,877
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	1,224,162,457	1,190,996,787	1,591,824,877
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 7,595,629 cost containment expenses.....		13,526,416	12,180,769	22,649,210
21. General administrative expenses.....		98,156,577	80,110,983	102,232,950
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	1,335,845,450	1,283,288,539	1,716,707,037
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	7,435,027	9,403,863	16,542,431
25. Net investment income earned		4,447,438	3,234,077	4,569,765
26. Net realized capital gains (losses) less capital gains tax of \$		668,536	4,684,674	4,678,913
27. Net investment gains (losses) (Lines 25 plus 26)	0	5,115,973	7,918,751	9,248,678
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	42,936	49,738
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	12,551,001	17,365,550	25,840,847
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	12,551,001	17,365,550	25,840,847
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701. Gain/(Loss) on Sale of Assets.....	XXX		5,214	6,008
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	5,214	6,008
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. CIGNA Miscellaneous Revenues.....			42,936	49,738
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	42,936	49,738

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	284,967,190	256,293,268	256,293,268
34. Net income or (loss) from Line 32	12,551,001	17,365,550	25,840,847
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	7,235,517	4,627,823	3,716,933
37. Change in net unrealized foreign exchange capital gain or (loss)		0	(26,583)
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(12,304,789)	(1,100,261)	(857,275)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	(2,057,739)	0	0
48. Net change in capital and surplus (Lines 34 to 47)	5,423,989	20,893,112	28,673,922
49. Capital and surplus end of reporting period (Line 33 plus 48)	290,391,179	277,186,380	284,967,190
DETAILS OF WRITE-INS			
4701. Net Change in Pension and Post-retirement Related Items Measurement Date Change.....	(2,057,739)	0	0
4702.		0	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	(2,057,739)	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	1,372,469,346	1,279,518,754	1,725,662,503
2. Net investment income	5,448,544	4,209,262	5,680,445
3. Miscellaneous income	0	71,011	73,625
4. Total (Lines 1 to 3)	1,377,917,890	1,283,799,027	1,731,416,573
5. Benefit and loss related payments	1,200,853,796	1,174,275,232	1,587,905,420
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	104,792,201	80,460,877	109,561,462
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	1,305,645,997	1,254,736,109	1,697,466,882
11. Net cash from operations (Line 4 minus Line 10)	72,271,893	29,062,919	33,949,690
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	376,388,170	124,974,385	205,289,272
12.2 Stocks	13,952,672	26,271,658	34,809,195
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	27,883,264	27,883,264
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	2,169,949	1,423,701	3,287,531
12.8 Total investment proceeds (Lines 12.1 to 12.7)	392,510,792	180,553,008	271,269,262
13. Cost of investments acquired (long-term only):			
13.1 Bonds	409,809,736	228,437,867	315,904,679
13.2 Stocks	28,137,198	16,741,441	27,479,387
13.3 Mortgage loans	0	0	0
13.4 Real estate		0	0
13.5 Other invested assets	10,965,692	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	448,912,626	245,179,308	343,384,066
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(56,401,835)	(64,626,300)	(72,114,804)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	(7,904,488)	(7,277,288)	(9,384,421)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(7,904,488)	(7,277,288)	(9,384,421)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	7,965,570	(42,840,669)	(47,549,534)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	193,253,982	240,803,516	240,803,516
19.2 End of period (Line 18 plus Line 19.1)	201,219,552	197,962,848	193,253,982

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	342,635	2,299	279,362	.0	.0	.0	22,764	38,210	.0	.0
2 First Quarter	332,964	2,150	272,900	.0	.0	.0	18,967	38,947	.0	.0
3 Second Quarter	331,596	2,178	271,663	.0	.0	.0	18,819	38,936	.0	.0
4. Third Quarter	331,552	2,128	271,492				18,729	39,203		
5. Current Year	0									
6 Current Year Member Months	2,991,421	20,019	2,451,191				169,998	350,213		
Total Member Ambulatory Encounters for Period:										
7. Physician	1,003,721	6,548	785,043				48,911	163,219		
8. Non-Physician	64,075	409	41,887				2,921	18,858		
9. Total	1,067,796	6,957	826,930	0	0	0	51,832	182,077	0	0
10. Hospital Patient Days Incurred	179,701	701	73,287				4,649	101,064		
11. Number of Inpatient Admissions	37,879	160	17,410				1,049	19,260		
12. Health Premiums Written (a).....	1,343,280,477	8,784,557	899,606,916				75,633,810	359,255,194		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	1,343,280,477	8,784,557	899,606,916				75,633,810	359,255,194		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	1,200,853,796	7,838,610	802,734,574				68,862,005	321,418,607		
18. Amount Incurred for Provision of Health Care Services	1,224,162,457	7,863,125	805,245,085				68,917,528	342,136,719		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 359,255,194

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

∞

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	57,353,313	748,589,500	20,057,939	75,757,204	77,411,252	94,368,576
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan	4,333,757	64,528,248	831,546	4,181,766	5,165,303	4,957,789
6. Title XVIII - Medicare	10,434,860	310,983,747	1,466,778	35,321,263	11,901,638	16,069,929
7. Title XIX - Medicaid .....					.0	.0
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	72,121,930	1,124,101,495	22,356,263	115,260,233	94,478,193	115,396,294
10. Health care receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	3,452,527	1,177,844	1,429,002	4,353,683	4,881,529	5,398,310
13. Totals (Lines 9-10+11+12)	75,574,457	1,125,279,339	23,785,265	119,613,916	99,359,722	120,794,604

(a) Excludes \$0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of Health Alliance Plan of Michigan have been completed in accordance with the NAIC Accounting Practices and Procedures Manual (NAPPM). Health Alliance Plan does not utilize accounting practices that depart from the NAPPM, including different practices required by state law. Health Alliance Plan does not have any transactions which have not been addressed by NAIC statutory accounting practices and procedures.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

Not applicable.

3. BUSINESS COMBINATIONS AND GOODWILL

Not applicable.

4. DISCONTINUED OPERATIONS

Not applicable.

5. INVESTMENTS

A. Mortgage Loans, including Mezzanine Real Estate Loans - Not applicable.

B. Debt Restructuring - Not applicable.

C. Reverse Mortgages - Not applicable.

D. Loan-Backed Securities

(1) Prepayment assumptions for loan-backed and asset backed securities are obtained from broker dealer survey values.

(2) - (3) Securities with a recognized other-than-temporary-impairment(OTTI): HAP has not recognized any OTTI.

(4) Loan-backed securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss:

a. The aggregate amount of unrealized losses:

1. Less than 12 months \$443,000.
2. 12 months or longer \$ none.

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months \$18,597,000.
2. 12 months or longer \$ none.

(5) In considering whether an investment is other-than-temporarily impaired, management considers its ability and intent to hold the investment., the severity of the decline in fair value and the duration of the impairment, among other factors. Management has determined that it has the ability and intent to hold indefinitely its investment in CMBS and that the severity and duration of any impairments are insufficient to indicate an other-than-temporary impairment.

E. Repurchase Agreements and/or Securities Lending Transactions - As of September 30, 2011, HAP does not own any repurchase agreements. However, HAP has entered into repurchase agreements during the course of the year. Its repurchase agreements with banks and brokers are collateralized by cash or securities equal to at least 102% of the market value of the repurchase agreement. Eligible collateral includes cash, U.S. Treasury securities, U.S. Government agency securities and high grade commercial paper. Collateral is placed with a trustee bank.

HAP does not enter into securities lending transactions.

F. Real Estate - No significant change.

G. Investments in Low-Income Housing Tax Credits - Not applicable.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

A. Health Alliance Plan has no investments in Joint Ventures, Partnerships and Limited Liability Companies that exceed 10% of its admitted assets.

B. Impaired investments in Joint Ventures, Partnerships and Limited Liability Companies - Not applicable.

7. INVESTMENT INCOME

Not applicable.

NOTES TO FINANCIAL STATEMENTS

8. DERIVATIVE INSTRUMENTS

A. Discussion of the market risk, credit risk and cash requirements of derivatives - No significant change.

B. Description of the Corporation's objectives for using derivatives - No significant change.

C. Description of the Corporation's accounting policies for derivatives - No significant change.

D. HAP does not have any net gain or loss recognized in unrealized gains or losses excluded from the assessment of hedge effectiveness.

E. The net gain or loss recognized in unrealized gains or losses resulting from futures and swaption contracts that no longer qualify for hedge accounting - not applicable.

F. Derivatives accounted for as cash flow hedges of a forecasted transaction - not applicable.

9. INCOME TAXES

Not applicable.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

No significant change.

11. DEBT

Not applicable.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

No significant change.

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

1. Capital Stock - not applicable

2. Preferred Stock - not applicable.

3. Dividend Restrictions - no significant change.

4. Dividends Paid - not applicable.

5. Portion of Company's profits that may be paid as ordinary dividends - no significant change.

6. Restrictions on unassigned funds (surplus) - not applicable.

7. Advances to surplus not repaid - not applicable.

8. Total amount of stock held by the Company for special purposes - not applicable.

9. Changes in balances of any special surplus funds from the prior year - not applicable.

10. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses - no significant change.

11. Surplus Notes - not applicable.

12. The impact of any restatement due to a quasi-reorganization - not applicable.

13. The effective date of any quasi-reorganization - not applicable.

14. CONTINGENCIES

A. Contingent Commitments - not applicable.

B. Assessments - not applicable.

C. Gain Contingencies - not applicable.

NOTES TO FINANCIAL STATEMENTS

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - not applicable.

E. All Other Contingencies

CMS uses various payment mechanisms to allocate funding for Medicare programs, including determining payments by considering the risk status of Medicare members as supported by provider medical record documentation. Federal regulators audit the supporting documents and can revise payments based on the audit findings. CMS has announced that it will perform audits of selected Medicare health plans each year to validate the coding practices of and supporting documentation maintained by care providers. These audits involve a review of medical records maintained by providers, including those in and out of network, and may result in prospective and retrospective adjustments to payments made to health plans pursuant to CMS Medicare contracts. HAP has not been notified by CMS that any of its health plans have been selected for audit. HAP is unable to predict the outcome of an audit should one or all of its health plans be selected. However, the outcome of an audit could have a material effect on the results of operations.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant change.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

Not applicable.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY UNINSURED PLANS

- A. ASO Plans - Not applicable.
- B. ASC Plans - Not applicable.
- C. Medicare or Similarly Structured Cost Based Reimbursement Contract - No significant change.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATION

Not applicable.

20. FAIR VALUE MEASUREMENT
A.

(1) Assets Measured at Fair Value on a Recurring Basis

(1) Description	(2) (Level 1)	(3) (Level 2)	(4) (Level 3)	(5) Total
a. Assets at fair value				
Bonds:				
U.S. Governments	\$ 91,766,000		\$	\$ 91,766,000
Industrial and Miscellaneous	91,117,000			91,117,000
Total Bonds	\$182,883,000	\$	\$	\$ 182,883,000
Common Stock:				
Industrial and Misc	\$	\$ 83,778,000	\$	\$ 83,778,000
Other Equity Securities	1,095,000			1,095,000
Total Common Stocks	\$ 1,095,000	\$83,778,000	\$	\$ 84,873,000
Derivative Assets:				
Future Contracts	\$	\$ 29,000	\$	\$ 29,000
Total Derivative Assets	\$	\$ 29,000	\$	\$ 29,000
Total Assets at Fair Value	\$ <u>183,978,000</u>	\$ <u>83,807,000</u>	\$ <u></u>	\$ <u>267,785,000</u>
b. Liabilities at fair value				
Swaps and options	\$	\$ 205,000	\$	\$ 205,000
Total Liabilities at Fair Value	\$ <u></u>	\$ <u>205,000</u>	\$ <u></u>	\$ <u>205,000</u>

NOTES TO FINANCIAL STATEMENTS

- (2) The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer.
- (3) Assets measured at fair value on a recurring basis using significant unobservable inputs - Not applicable.
- (4) The fair value measurements reported by the Corporation using significant other observable inputs are obtained primarily from independent pricing services and broker dealer quotes. Mortgage backed securities are submitted to the NAIC's Securities Valuation Office for valuation.
- B. Assets measured at fair value on a non recurring basis - Not applicable.
- C. Fair value information and information about other similar measurements disclosed under other accounting pronouncements - Not applicable.
- D. Financial instruments or classes of financial instruments for which fair value measurements are not determinable - Not applicable.

21. OTHER ITEMS

- A. Extraordinary Items - Not applicable.
- B. Troubled Debt Restructuring - Not applicable.
- C. Other Disclosures - No significant change.
- D. Uncollectible Premium Balances, Bills Receivable for Premiums, Amounts Due From Agents and Brokers, Uninsured Plans or Restropectively Rated Contracts - No significant change.
- E. Business Interruption Insurance Recoveries - Not applicable.

22. EVENTS SUBSEQUENT

On November 1, 2011, HAP purchased Midwest Health Plan for an initial purchase price of approximately \$70 million. Midwest Health Plan is a health maintenance organization serving Medicaid and Medicare enrollees in Southeast Michigan. The purchase amount may change as certain contingencies in the purchase agreement are finalized. The Corporation borrowed approximately \$50 million on a letter of credit to fund a portion of the purchase price.

23. REINSURANCE

Not applicable.

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No significant change.

25. CHANGE IN INCURRED CLAIMS AND CLAIM ADJUSTMENT EXPENSES

Claims and claims adjustment expense reserves as of December 31, 2010 were \$116,324,000. As of September 30, 2011 \$76,280,000 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Claims and claims adjustment expense reserves remaining for prior years are now \$24,007,000. Changes in actuarial estimates of reserves attributable to insured events of prior years reflect revisions in estimates of medical cost trends and changes in claims processing patterns.

26. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable.

27. STRUCTURED SETTLEMENTS

Not applicable.

28. HEALTHCARE RECEIVABLES

- A. Pharmaceutical Rebate Receivables - No significant change.
- B. Risk Sharing Receivables - Not applicable

29. PARTICIPATING POLICIES

Not applicable.

30. PREMIUM DEFICIENCY RESERVES

Not applicable.

NOTES TO FINANCIAL STATEMENTS

31. ANTICIPATED SALVAGE AND SUBROGATION

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☒ No ☐

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☐ NA ☒

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/29/2011
- 6.4

By what department or departments?
The Michigan Office of Financial and Insurance Regulation.....
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [X] No []
- 11.2

If yes, give full and complete information relating thereto:
As part of its risk management strategy the Company utilizes put options as a means of managing risk in its investment portfolio.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0
13.

Amount of real estate and mortgages held in short-term investments:\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$25,507,267	\$30,704,633
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$25,507,267	\$30,704,633
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [X] No []
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [X] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Comerica Bank NA.....	Detroit Michigan.....
The Northern Trust Company.....	Chicago Illinois.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
Not applicable.....		

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Not applicable.....			

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
not applicable.....	Brian Gamble.....	Detroit Michigan.....
	Pacific Investment Management	
104559.....	Company.....	New York New York.....
107105.....	Blackrock.....	New York New York.....
104863.....	Income Research & Management.....	Boston Massachusetts.....
	J.P. Morgan Investment	
801-21011.....	Management Inc.....	Jersey City New Jersey.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	91.7 %
1.2 A&H cost containment percent	0.6 %
1.3 A&H expense percent excluding cost containment expenses.....	7.7 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ 0
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

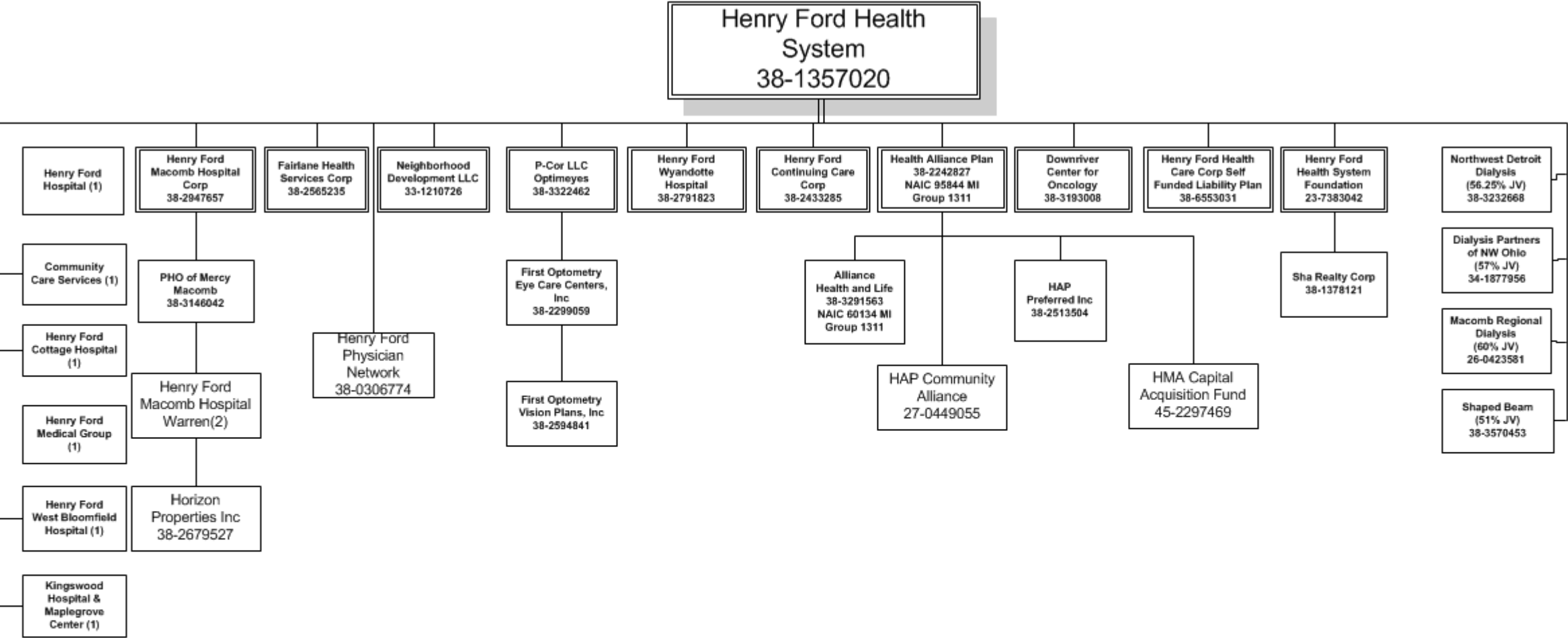
1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1	Direct Business Only								
		2	3	4	5	6	7	8	9	
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	N						0		
4. Arkansas	AR	N						0		
5. California	CA	N						0		
6. Colorado	CO	N						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	N						0		
12. Hawaii	HI	N						0		
13. Idaho	ID	N						0		
14. Illinois	IL	N						0		
15. Indiana	IN	N						0		
16. Iowa	IA	N						0		
17. Kansas	KS	N						0		
18. Kentucky	KY	N						0		
19. Louisiana	LA	N						0		
20. Maine	ME	N						0		
21. Maryland	MD	N						0		
22. Massachusetts	MA	N						0		
23. Michigan	MI	L	903,221,440	359,255,194	75,633,810			1,338,110,444		
24. Minnesota	MN	N						0		
25. Mississippi	MS	N						0		
26. Missouri	MO	N						0		
27. Montana	MT	N						0		
28. Nebraska	NE	N						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	N						0		
35. North Dakota	ND	N						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	N						0		
38. Oregon	OR	N						0		
39. Pennsylvania	PA	N						0		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	N						0		
42. South Dakota	SD	N						0		
43. Tennessee	TN	N						0		
44. Texas	TX	N						0		
45. Utah	UT	N						0		
46. Vermont	VT	N						0		
47. Virginia	VA	N						0		
48. Washington	WA	N						0		
49. West Virginia	WV	N						0		
50. Wisconsin	WI	N						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	903,221,440	359,255,194	0	75,633,810	0	0	1,338,110,444	0	
60. Reporting entity contributions for Employee Benefit Plans	XXX	5,170,033						5,170,033		
61. Total (Direct Business)	(a) 1	908,391,473	359,255,194	0	75,633,810	0	0	1,343,280,477	0	
DETAILS OF WRITE-INS										
5801.	XXX							0		
5802.	XXX							0		
5803.	XXX							0		
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



Legend:

- (1) Represents a business unit under Henry Ford Health System's Tax ID #
- (2) Represents a business unit under Henry Ford Macomb Hospital Corp

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....SEE EXPLANATION.....

Explanation:

1. Health Alliance Plan offers its Medicare Part D coverage through a Medicare Advantage plan

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.
*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Other Assets.....	57,843		57,843	57,843
2505. Other Receivables.....	48,550		48,550	13,904
2506.			0	0
2597. Summary of remaining write-ins for Line 25 from Page 02	106,393	0	106,393	71,748

MQ003 Additional Aggregate Lines for Page 03 Line 23.
*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2304. Liability for CMS Coverage Gap Discount Program.....	924,030		924,030	
2397. Summary of remaining write-ins for Line 23 from Page 03	924,030	0	924,030	0

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,185,484	2,443,244
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	884,166	1,270,640
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation	389,726	528,400
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	3,679,924	3,185,484
10. Deduct total nonadmitted amounts	2,934,740	2,418,462
11. Statement value at end of current period (Line 9 minus Line 10)	745,184	767,022

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	26,682,854
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	10,965,692	.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease)		(1,965,548)
6. Total gain (loss) on disposals		3,165,957
7. Deduct amounts received on disposals		27,883,264
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	10,965,692	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	10,965,692	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	214,856,803	105,481,103
2. Cost of bonds and stocks acquired	437,946,934	343,384,066
3. Accrual of discount	350,573	104,298
4. Unrealized valuation increase (decrease)	6,922,339	5,455,916
5. Total gain (loss) on disposals	1,055,442	937,013
6. Deduct consideration for bonds and stocks disposed of	390,340,842	240,098,467
7. Deduct amortization of premium	1,037,206	380,540
8. Total foreign exchange change in book/adjusted carrying value	182,721	(26,585)
9. Deduct current year's other than temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	269,936,764	214,856,803
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11)	269,936,764	214,856,803

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	284,589,361	555,324,467	517,189,774	698,923	283,814,583	284,589,361	323,422,977	99,486,029
2. Class 2 (a).....	15,060,098	721,230	2,248,861	(336,611)	14,894,414	15,060,098	13,195,856	11,601,116
3. Class 3 (a).....	1,458,908		387,937	(5,299)	2,427,090	1,458,908	1,065,672	1,996,645
4. Class 4 (a).....	1,189,841		86,797	(2,712)	1,232,010	1,189,841	1,100,332	2,964,193
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	302,298,208	556,045,697	519,913,369	354,301	302,368,097	302,298,208	338,784,837	116,047,983
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	302,298,208	556,045,697	519,913,369	354,301	302,368,097	302,298,208	338,784,837	116,047,983

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$;
NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	183,330,641	XXX	183,414,703	47,472	8,427

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	190,757,289	235,807,164
2. Cost of short-term investments acquired	1,254,669,716	2,080,556,941
3. Accrual of discount	1,804	4,558
4. Unrealized valuation increase (decrease).....		96,239
5. Total gain (loss) on disposals	6,083	(77,837)
6. Deduct consideration received on disposals	1,262,036,823	2,125,447,888
7. Deduct amortization of premium.....	67,428	181,889
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	183,330,641	190,757,289
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	183,330,641	190,757,289

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards	
1. Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	(123,440)
2. Cost Paid/(Consideration Received) on additions	8,280
3. Unrealized Valuation increase/(decrease)	(92,656)
4. Total gain (loss) on termination recognized	20,017
5. Considerations received/(paid) on terminations	17,278
6. Amortization	
7. Adjustment to the Book/Adjusted Carrying Value of hedged item	
8. Total foreign exchange change in Book/Adjusted Carrying Value	
9. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	(205,077)
10. Deduct nonadmitted assets	
11. Statement value at end of current period (Line 9 minus Line 10)	(205,077)

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts	
1. Book/Adjusted carrying value, December 31 of prior year	46,000
2. Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote)	23,000
3.1 Change in variation margin on open contracts	3,602
3.2 Add:	
Change in adjustment to basis of hedged item	
3.21 Section 1, Column 17, current year to date minus	0
3.22 Section 1, Column 17, prior year	0
Change in amount recognized	
3.23 Section 1, Column 16, current year to date minus	(1,975)
3.24 Section 1, Column 16, prior year	0
3.3 Subtotal (Line 3.1 minus Line 3.2)	5,577
4.1 Variation margin on terminated contracts during the year	
4.2 Less:	
4.21 Amount used to adjust basis of hedged item	
4.22 Amount recognized	0
4.3 Subtotal (Line 4.1 minus Line 4.2)	0
5. Dispositions gains (losses) on contracts terminated in prior year:	
5.1 Recognized	46,000
5.2 Used to adjust basis of hedged items	
6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	28,577
7. Deduct total nonadmitted amounts	
8. Statement value at end of current period (Line 6 minus Line 7)	28,577

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

		Book/Adjusted Carrying Value Check
1.	Part A, Section 1, Column 14.....	(205,077)
2.	Part B, Section 1, Column 14.....	28,577
3.	Total (Line 1 plus Line 2).....	(176,501)
4.	Part D, Column 5.....	28,577
5.	Part D, Column 6.....	(205,077)
6.	Total (Line 3 minus Line 4 minus Line 5).....	0
		Fair Value Check
7.	Part A, Section 1, Column 16.....	(205,077)
8.	Part B, Section 1, Column 13.....	28,577
9.	Total (Line 7 plus Line 8).....	(176,501)
10.	Part D, Column 8.....	28,577
11.	Part D, Column 9.....	(205,077)
12.	Total (Line 9 minus Line 10 minus Line 11).....	0
		Potential Exposure Check
13.	Part A, Section 1, Column 21.....	0
14.	Part B, Section 1, Column 19.....	23,000
15.	Part D, Column 11.....	23,000
16.	Total (Line 13 plus Line 14 minus Line 15).....	0

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents acquired	621,900,000	845,600,000
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	621,900,000	845,600,000
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

EO1

NONE

[illegible]

NONE

[illegible]

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
Bonds - U.S. Governments									
01N040-68-6	GNMA TBA 01N040686		07/07/2011	DIRECT		202,594	200,000		1
01N040-69-4	GNMA TBA		08/12/2011	BARCLAYSBA		212,000	200,000		1
01N040-6A-1	GNMA TBA		09/01/2011	BARCLAYSBA		211,062	200,000		1
219868-BP-0	ANDIAN DE FOMENTO	R	07/07/2011	DIRECT		26,223	26,000		1FE
3137EA-CT-4	FHLMC		08/11/2011	VARIOUS		534,897	505,000	4,254	1
3137EA-CW-7	FHLMC		09/26/2011	DIRECT		259,025	250,000	444	1
36230T-DS-8	GNMA 36230TDS8		03/29/2011	DIRECT		199,031	200,000	378	1
3620C1-TK-2	GNMA		05/23/2011	DIRECT		203,563	200,000	422	1
912828-KR-0	UNITED STATES TREAS		08/23/2011	BARCLAY FINANCE		162,246	150,000	1,241	1
912828-LM-0	UNITED STATES TREAS NTS		07/13/2011	NOMURASECU		1,317,316	1,300,000	5,877	1
912828-MR-8	UNITED STATES TREAS NTS		09/06/2011	BNPPBOND		490,888	460,000	210	1
912828-MZ-0	UNITED STATES TREAS		08/03/2011	DIRECT		500,348	470,000	3,065	1
912828-PC-8	UNITED STATES TREAS		08/11/2011	DIRECT		310,406	300,000	1,905	1
912828-PR-5	UNITED STATES TREAS		07/27/2011	DIRECT		270,052	269,000	831	1
912828-PS-3	UNITED STATES TREAS		07/27/2011	DIRECT		127,614	124,000	1,226	1
912828-QJ-2	UNITED STATES TREAS		09/01/2011	GREENWICH		265,274	250,000	29	1
912828-QN-3	UNITED STATES TREAS		09/21/2011	VARIOUS		3,239,416	3,040,000	21,389	1
912828-QP-8	UNITES STATES TREAS 912828QP8		08/09/2011	MONTGOMERY SECURITIES		123,750	120,000	407	1
912828-QR-4	UNITED STATES TREAS		08/18/2011	VARIOUS		1,736,750	1,740,000	1,015	1
912828-QS-2	UNITED STATE TREAS		07/13/2011	VARIOUS		712,825	710,000	431	1
912828-QT-0	UNITED STATES TREAS		07/15/2011	CITIGROUP		3,843,641	3,800,000	4,414	1
912828-QU-7	UNITED STATES TREAS		08/05/2011	VARIOUS		6,020,233	6,010,000	1,442	1
912828-QW-3	UNITED STATES TREAS		07/27/2011	CREDITSUITS		11,487,863	11,495,000	117	1
912828-QX-1	UNITED STATES TREAS		08/25/2011	VARIOUS		8,566,338	8,545,000	1,203	1
912828-QY-9	UNITED STATES TREAS		07/28/2011	MORGANSTAN		3,794,753	3,800,000	232	1
912828-QZ-6	UNITED STATES TREAS		08/29/2011	DIRECT		1,031,793	1,027,000	1,211	1
912828-RA-0	UNITED STATES TREAS		08/30/2011	VARIOUS		12,831,055	12,828,000	2,765	1
912828-RB-8	UNITED STATES TREAS		08/22/2011	VARIOUS		7,150,829	7,115,000	410	1
912828-RC-6	UNITED STATES TREAS TIPS 2.125%		09/01/2011	VARIOUS		2,962,617	2,999,840	1,421	1
912828-RD-4	UNITED STATES TREAS		09/02/2011	GREENWICH		10,537,719	10,555,000	217	1
912828-RF-9	UNITED STATES TREAS		09/22/2011	VARIOUS		2,480,679	2,470,000	261	1
912828-RG-7	UNITED STATES TREAS 912828RG7		09/28/2011	VARIOUS		7,060,880	7,080,000	425	1
0599999 - Bonds - U.S. Governments						88,873,680	88,438,840	57,242	XXX
Bonds - All Other Governments									
105756-BB-5	BRAZIL (FED REP OF)	F	09/27/2011	DIRECT		423,000	300,000	4,813	1FE
1099999 - Bonds - All Other Governments						423,000	300,000	4,813	XXX
Bonds - U.S. States, Territories and Possessions									
645913-AS-3	NEW JERSEY ECON DEV		09/01/2011	SMITH BARNEY		240,947	256,000		1FE
1799999 - Bonds - U.S. States, Territories and Possessions						240,947	256,000	0	XXX
Bonds - U.S. Special Revenue									
01F030-4A-3	FNMA TBA 01F0304A3		09/12/2011	JPMORGANSE		484,045	470,000	666	1
01F032-49-2	FNMA TBA		08/31/2011	VARIOUS		3,231,882	3,095,000	5,416	1
01F032-4A-9	FNMA TBA 01F0324A9		09/09/2011	VARIOUS		3,233,258	3,095,000	5,115	1
01F040-67-7	FNMA TBA 01F040677		07/11/2011	CREDITSUITS		1,512,480	1,500,000		1
01F040-68-5	FNMA TBA		08/05/2011	CREDITSUITS		1,546,523	1,500,000		1
01F040-69-3	FNMA TBA		08/30/2011	DIRECT		1,558,711	1,500,000		1
01F042-67-3	FNMA TBA		07/06/2011	MORGANSTAN		2,280,141	2,200,000	3,575	1
01F042-68-1	FNMA TBA		07/01/2011	MORGANSTAN		2,265,656	2,200,000	2,750	1
01F042-69-9	FNMA TBA		08/19/2011	VARIOUS		3,469,469	3,300,000	4,950	1
31300L-Q7-3	FHLMC POOL #848578		09/01/2011	DONALDSON LIFKIN JENNERETTE		104,091	98,402	178	1
31371N-P8-2	FNMA POOL #257047		08/25/2011	DIRECT		97,406	89,363	396	1
3137A6-AZ-5	FHLMC 3137A6AZ5		09/14/2011	VARIOUS		112,117	112,194	135	1
313921-Y8-5	FNMA REMIC 2001-60		08/02/2011	DIRECT		21,911	19,897	13	1
31396Q-FC-8	FNMA 31396QFC8		08/05/2011	DIRECT		155,821	148,490	167	1
31396Q-TN-9	FNMA REMIC 31396QTN9		08/18/2011	VARIOUS		145,774	131,033	480	1
31397P-4C-1	FHLMC		09/08/2011	JVBFINANC		50,114	47,000	86	1
31398F-2M-2	FNMA		06/28/2011	DIRECT		(1,025)	(978)		1
31398P-CM-9	FNMA		09/29/2011	GREENWICH		274,280	273,810	37	1

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
31416X-Y2-0	FNMA		05/06/2011	DIRECT		1,505,039	1,500,000	1,833	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						22,055,693	21,279,211	25,797	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00206R-AY-8	AT&T INC.		08/15/2011	DIRECT		142,064	142,000		1FE
025816-BA-6	AMERICAN EXPRESS		09/13/2011	GREENWICH CAPITAL		39,977	35,000	818	1FE
03064F-AM-5	AMERICREDIT AUTO REC.		08/16/2011	DIRECT		50,250	50,000	19	1FE
03523T-BL-1	ANHEUSER BUSCH		07/07/2011	DIRECT		24,999	25,000		1FE
042707-AH-2	ARRAN RESIDENTIAL	R	07/19/2011	DIRECT		269,766	270,000	81	1FE
045184-AA-6	ASIF GLOBAL		08/02/2011	DIRECT		26,257	25,000	61	1FE
06051G-EA-3	BANK AMER FDG CORP.		09/12/2011	DIRECT		237,778	225,000	1,788	1FE
07385T-AJ-5	BEAR STEARNS		08/15/2011	DIRECT		15,217	14,000	206	1FE
097014-AN-4	BOEING CAP CORP.		07/28/2011	ALEX BROWN		268,844	269,000		1FE
10138M-AG-0	BOTTLING GROUP LLC		09/22/2011	DIRECT		70,142	60,000	1,613	1FE
12623C-AC-9	CNH EQUIP TRUST		09/14/2011	DIRECT		55,990	56,000		1FE
136375-BS-0	CANADIAN NATL RY CO.	A	08/29/2011	DIRECT		27,448	25,000	158	1FE
14040H-AX-3	CAPITAL ONE FINCL		07/14/2011	DIRECT		160,596	161,000		2FE
166754-AG-6	CHEVRON PHILLIPS		08/11/2011	MIZUHOFX		180,882	160,000	1,898	2FE
172967-EQ-0	CITIGROUP INC.		08/09/2011	VARIOUS		243,023	230,000	3,707	1FE
172967-EZ-0	CITIGROUP INC.		09/28/2011	DIRECT		36,476	35,000	898	1FE
191216-AS-9	COCA COLA CO		08/19/2011	DIRECT		74,444	65,000		1FE
200340-AN-7	COMERICA INC.		09/29/2011	BROADPOINT		25,254	25,000	38	1FE
202795-HX-1	COMWLTH EDISON		08/30/2011	DIRECT		12,000	12,000		2FE
233835-AW-7	DAIMLERCHRYSLER		08/23/2011	STERNEAGEE		22,168	20,000	365	1FE
25459H-AV-7	DIRECTV HLDGS		08/23/2011	CORTVIEW		16,431	16,000	15	2FE
291011-AS-3	EMERSON ELECTRIC		07/12/2011	DIRECT		39,339	35,000	146	1FE
35177P-AS-6	FRANCE TELECOM	R	08/25/2011	DIRECT		42,791	40,000	253	1FE
36962G-4L-5	GENERAL ELECTRIC CAP CORP		08/16/2011	DIRECT		20,849	20,000	97	1FE
396789-LG-2	GREENWICH CAP		09/30/2011	DIRECT		108,397	107,791	61	1FE
43641N-AT-1	HOLMES MASTER CMO	F	07/13/2011	DORSEYANDC		337,154	340,000	10	1FE
441812-KD-5	HSBC FINANCE CORP.		07/20/2011	DIRECT		52,916	50,000	66	1FE
446149-AD-8	HUNTINGTON AUTO 446149AD8		09/09/2011	VARIOUS		99,999	100,000		1FE
45687A-AE-2	INGERSOLL-RAND GLOBA		09/07/2011	STERNEAGEE		29,744	25,000	970	2FE
458140-AH-3	INTEL CORP.		09/14/2011	DIRECT		24,962	25,000		1FE
501044-CL-3	KROGER CO.		07/18/2011	DIRECT		17,222	15,000	19	2FE
52108H-ZY-3	LB UBS CMO		07/19/2011	VARIOUS		121,073	115,000	153	1FE
585055-AM-8	MEDTRONIC INC.		08/11/2011	VARIOUS		207,175	207,000	1,125	1FE
587728-AC-0	MERCEDES BENZ AUTO REC.V		07/14/2011	DIRECT		40,999	41,000		1FE
606935-AF-1	MERRILL LYNCH CMO 606935AF1		08/01/2011	DIRECT		388,556	371,019	174	1FE
654742-AA-3	NISSAN MTR CORP.		08/30/2011	VARIOUS		35,852	35,000	89	2FE
655356-JM-6	NOMURA ASSET CORP.		09/20/2011	DIRECT		151,156	140,000	368	1FE
664397-AG-1	NORTHEAST UTILS.		09/28/2011	DIRECT		21,364	20,000	383	2FE
68233D-AS-6	ONCOR ELEC DELIVERY CO		09/29/2011	WALLSTREET		15,460	15,000	406	2FE
693506-BF-3	PPG INDS INC.		08/30/2011	DB ALEXANDER BROWN		24,998	25,000	62	2FE
69362B-AX-0	PSE&G POWER LLC		09/14/2011	BARCLAY FINANCE		19,949	20,000		2FE
713448-BV-9	PEPSICO		08/22/2011	DIRECT		39,844	40,000		1FE
767201-AP-1	RIO TINTO FIN B V	R	09/14/2011	MORGAN STANLEY		6,958	7,000		1FE
792860-AJ-7	ST PAUL TRAVELERS CO 792860AJ7		09/15/2011	DIRECT		17,616	15,000	234	1FE
801060-AA-2	SANOFI		09/27/2011	VARIOUS		95,882	96,000		1FE
80281U-AC-9	SANTANDER DRIVE AUTO		08/24/2011	VARIOUS		100,094	100,000	51	1FE
80282F-AG-2	SANTANDER DRIVE AUTO		08/15/2011	DIRECT		102,594	100,000	20	1FE
822582-AQ-5	SHELL INTL FIN B V	F	08/16/2011	DIRECT		31,870	30,000	132	1FE
842587-CH-8	SOUTHERN CO.		08/16/2011	FIRST UCP		4,992	5,000		1FE
882508-AQ-7	TEXAS INSTRUMENTS		08/16/2011	DIRECT		50,799	50,000	164	1FE
92857W-AF-7	VODAPHONE GROUP	F	07/14/2011	DIRECT		54,388	50,000	229	1FE
929766-QV-8	WACHOVIA CMO		07/21/2011	DIRECT		39,706	37,000	134	1FE
929903-AJ-1	WACHOVIA CORP.		08/15/2011	DIRECT		32,250	30,000	74	1FE
976656-CA-4	WISCONSIN ELEC PWR		07/06/2011	DIRECT		28,249	25,000	417	1FE
981464-CE-8	WORLD FINL NETWORK		08/29/2011	DIRECT		58,438	55,000	114	1FE
67014V-AL-7	PERM MASTER	D	09/28/2011	DIRECT		231,069	234,802	477	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,694,710	4,541,612	18,093	XXX

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STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identifi- cation	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Dividends Received During Year	Maturity Date	NAIC Designa- tion or Market Indicator (a)
Bonds - U.S. Governments																					
01N040-67-8	GNMA TBA 01N040678		07/07/2011	196101		203,273	200,000	203,563			(1)		(1)		203,562		(289)	(289)		07/15/2039	1
01N040-68-6	GNMA TBA 01N040686		08/12/2011	196101		212,703	200,000	202,594							202,594		10,109	10,109		08/15/2041	1
01N040-69-4	GNMA TBA		09/01/2011	196101		211,727	200,000	212,000							212,000		(273)	(273)		09/15/2039	1
31398A-4T-6	FNMA		09/26/2011	VARIOUS		832,126	830,000	826,353			1,257		1,257		827,610		4,517	4,517	3,689	10/30/2012	1
000000-00-0	GNMA 36230TDS8		05/09/2011	DIR		204,476	200,000	199,031							199,031		5,445	5,445	378	02/15/2041	1
3620C1-TK-2	GNMA		07/07/2011	DIR		203,274	200,000	203,563							203,563		(289)	(289)	422	10/15/2040	1
383730-HX-2	GNMA		09/01/2011	PAYDOWN		4,711	4,711	4,876			(165)		(165)		4,711				109	02/16/2032	1
38374K-DQ-3	GNMA 38374KDQ3		09/20/2011	VARIOUS		7,359	7,359	7,361			6				7,367		(8)	(8)	26	09/20/2033	1
83162C-NW-9	SMALL BUSINESS ADMIN		07/01/2011	DIR		11,612	11,612	12,358	12,357		(20)		(20)		12,337		(725)	(725)	609	07/01/2024	1
83162C-PG-2	SMALL BUSINESS ADMIN		07/01/2011	DIR		24,919	24,919	26,547	26,544		(43)		(43)		26,500		(1,581)	(1,581)	1,234	01/01/2025	1
912828-KC-3	UNITED STATES TREAS NTS		08/26/2011	VARIOUS		1,006,419	1,000,000	1,010,121			(5,200)		(5,200)		1,004,920		1,499	1,499	7,071	02/15/2012	1
912828-KK-5	UNITED STATES TREAS NTS		07/13/2011	2493105		1,957,809	1,940,000	1,960,876			(1,152)		(1,152)		1,959,724		(1,915)	(1,915)	6,559	04/15/2014	1
912828-LH-1	UNITED STATES TREAS NTS		09/07/2011	VARIOUS		1,523,439	1,500,000	1,525,610			15,138		15,138		1,540,748		(17,309)	(17,309)	27,138	08/15/2012	1
912828-LM-0	UNITED STATES TREAS NTS		08/31/2011	6431105		1,316,703	1,300,000	1,317,316			(1,966)		(1,966)		1,315,350		1,352	1,352	8,257	09/15/2012	1
912828-MU-1	UNITED STATES TREAS		08/01/2011	DIR		225,163	224,000	224,937	224,641		(300)		(300)		224,340		823	823	1,879	03/31/2012	1
912828-ND-8	UNITED STATES TREAS		07/15/2011	5995304		742,893	700,000	720,727			(434)		(434)		720,293		22,600	22,600	16,511	05/15/2020	1
912828-PC-8	UNITED STATES TREAS		08/12/2011	DIR		311,432	300,000	310,406			(11)		(11)		310,395		1,037	1,037	1,969	11/15/2020	1
912828-PH-7	UNITED STATES TREAS		07/27/2011	DIR		162,177	162,000	161,950	161,953		16				161,969		207	207	555	08/31/2012	1
912828-PR-5	UNITED STATES TREAS		09/30/2011	VARIOUS		899,223	894,000	895,550			(185)		(185)		895,366		3,857	3,857	3,076	01/31/2013	1
912828-PS-3	UNITED STATES TREAS		07/28/2011	MORGSTN4		127,753	124,000	127,614							127,613		140	140	1,226	01/31/2016	1
912828-QN-3	UNITED STATES TREAS		08/11/2011	VARIOUS		834,601	800,000	809,875			(91)		(91)		809,784		24,817	24,817	5,579	05/15/2021	1
912828-OP-8	912828QP8		07/05/2011	2966107		597,278	595,000	598,945			(77)		(77)		598,869		(1,591)	(1,591)	1,024	05/31/2016	1
912828-OQ-6	UNITED STATES TREAS		07/15/2011	2196101		3,850,766	3,800,000	3,814,844			(290)		(290)		3,814,554		36,212	36,212	11,836	05/31/2018	1
912828-OR-4	UNITED STATES TREAS		07/27/2011	VARIOUS		6,680,757	6,690,000	6,651,405			506				6,651,911		28,846	28,846	7,635	06/30/2016	1
912828-OS-2	UNITED STATE TREAS		07/21/2011	6014408		3,073,029	3,060,000	3,062,720			(37)		(37)		3,062,683		10,346	10,346	2,320	06/15/2014	1
912828-OT-0	UNITED STATES TREAS		07/28/2011	5995304		3,833,250	3,800,000	3,843,641			(202)		(202)		3,843,439		(10,189)	(10,189)	7,112	06/30/2018	1
912828-OU-7	UNITED STATES TREAS		08/18/2011	VARIOUS		6,063,973	6,010,000	6,020,233			(134)		(134)		6,020,099		43,874	43,874	3,573	07/15/2014	1
912828-OW-3	UNITED STATES TREAS		09/02/2011	VARIOUS		11,531,877	11,495,000	11,487,863			239				11,488,102		43,775	43,775	4,258	07/31/2013	1
912828-OX-1	UNITED STATES TREAS		09/01/2011	VARIOUS		8,017,641	7,800,000	7,806,440			(215)		(215)		7,806,225		211,416	211,416	5,499	07/31/2016	1
912828-OZ-6	UNITED STATES TREAS		09/09/2011	VARIOUS		14,723,024	14,682,000	14,700,361			(1,217)		(1,217)		14,699,144		23,879	23,879	10,393	05/31/2013	1
912828-RA-0	UNITED STATES TREAS		07/27/2011	5601205		11,926,039	11,930,000	11,930,000							11,930,000		(3,961)	(3,961)	3,404	06/30/2013	1
912828-RB-8	UNITED STATES TREAS		09/22/2011	5601205		6,387,023	6,355,000				(1,054)		(1,054)		6,386,531		492		3,367	08/15/2014	1
912828-RC-6	2,125%		09/15/2011	DIR		1,205,844	1,199,880	1,184,824			110		110		1,184,934		20,910	20,910	2,425	08/15/2021	1
912828-RD-4	UNITED STATES TREAS		09/26/2011	618105		1,496,948	1,500,000	1,497,544			67		67		1,497,611		(663)	(663)	139	08/31/2013	1
912828-RG-7	912828RG7		09/26/2011	5995304		995,895	1,000,000	997,581			7		7		997,589		(1,694)	(1,694)	82	09/15/2014	1
0599999 - Bonds - U.S. Governments						91,407,136	90,739,481	90,947,214	425,495	0	4,552	0	4,552	0	90,951,468	0	455,666	455,666	149,354	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
01F032-49-2	FNMA TBA		09/09/2011	VARIOUS		3,240,863	3,095,000	3,231,882			(18)		(18)		3,231,864		8,999	8,999	5,416	09/01/2018	1
01F040-67-7	FNMA TBA 01F040677		07/14/2011	DIR		1,508,438	1,500,000	1,512,480							1,512,480		(4,043)	(4,043)		07/01/2039	1
01F040-68-5	FNMA TBA		08/11/2011	DIR		1,508,203	1,500,000	1,546,523			(8)		(8)		1,546,515		(38,312)	(38,312)		08/15/2041	1
01F040-69-3	FNMA TBA		09/13/2011	DIR		1,541,484	1,500,000	1,558,711							1,558,711		(17,227)	(17,227)		09/01/2041	1
01F042-67-3	FNMA TBA		07/06/2011	VARIOUS		4,552,672	4,400,000	4,562,328			(18)		(18)		4,562,310		(9,638)	(9,638)	7,150	07/01/2039	1
01F042-68-1	FNMA TBA		08/02/2011	5995304		2,307,422	2,200,000	2,265,656			(8)		(8)		2,265,648		41,774	41,774	2,750	08/01/2033	1
01F042-69-9	FNMA TBA		08/19/2011	VARIOUS		3,478,234	3,300,000	3,469,469			(25)		(25)		3,469,444		8,790	8,790	4,950	09/15/2033	1
31283K-ZD-3	FHLMC		09/01/2011	PAYDOWN		13,078	13,078	13,998			(920)		(920)		13,078				222	12/01/2019	1
3128JP-3B-4	FHLMC		09/01/2011	PAYDOWN		10,821	10,821	11,320	11,360	(460)	(79)				10,821				290	10/01/2039	1
3128JP-7K-0	FHLMC		09/01/2011	PAYDOWN		8,862	8,862	9,192	9,218	(307)	(49)				8,862				183	02/01/2040	1
3128JQ-HT-8	FHLMC		09/01/2011	PAYDOWN		71,469	71,469	73,245	73,853	(954)	(1,430)				71,469				1,479	07/01/2040	1
3128MC-LV-5	FHLMC		09/01/2011	PAYDOWN		28,563	28,563	30,865			(586)		(586)		28,563						

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
3138AA-6H-9	FNMA		09/01/2011	PAYDOWN		1,034	1,034	1,019			14		14		1,034			.0	.14	04/01/2041	1
3138EG-B4-5	FNMA		09/01/2011	PAYDOWN		60,109	60,109	64,176		(4,067)			(4,067)		60,109			.0	1,256	03/01/2026	1
3138EG-EG-5	FNMA 3138EGEG5		09/01/2011	PAYDOWN		4,059	4,059	4,259		(200)			(200)		4,059			.0	25	09/01/2036	1
3138EG-HF-4	FNMA 3138EGHF4		09/01/2011	PAYDOWN		6,726	6,726	7,351		(624)			(624)		6,726			.0	60	09/01/2023	1
313921-C5-5	FNMA		09/01/2011	PAYDOWN		6,997	6,997	7,487		(490)			(490)		6,997			.0	134	11/25/2017	1
313921-Y8-5	FNMA REMIC 2001-60		09/01/2011	PAYDOWN		2,212	2,212	2,397		(186)			(186)		2,212			.0	53	11/25/2031	1
31392W-MR-8	FHLMC 31392WMR8		09/01/2011	PAYDOWN		11,356	11,356	11,796		(440)			(440)		11,356			.0	304	03/15/2032	1
31393G-J0-8	FHLMC		09/01/2011	PAYDOWN		12,598	12,598	13,031		(433)			(433)		12,598			.0	265	05/15/2022	1
31393K-TW-5	FHLMC 31393KTW5		09/01/2011	PAYDOWN		1,938	1,938	2,089		(151)			(151)		1,938			.0	55	02/15/2033	1
31393T-D5-2	FNMA REMIC 31393TD52		09/01/2011	PAYDOWN		6,330	6,330	6,477		(146)			(146)		6,330			.0	126	08/25/2033	1
31393U-LG-6	FNMA		09/01/2011	PAYDOWN		5,612	5,612	5,843		(231)			(231)		5,612			.0	110	08/25/2033	1
31394A-HT-6	FNMA 31394AHT6		09/01/2011	PAYDOWN		4,850	4,850	5,018		(168)			(168)		4,850			.0	73	09/25/2032	1
31394B-5A-8	FNMA 31394B5A8		09/01/2011	PAYDOWN		7,057	7,057	7,465		(408)			(408)		7,057			.0	151	01/25/2035	1
	FNMA REMIC 2005-48																				
31394D-A4-2	31394DA42		09/01/2011	PAYDOWN		7,437	7,437	8,004		(567)			(567)		7,437			.0	204	02/25/2035	1
31394E-FT-0	FNMA 31394EFT0		09/01/2011	PAYDOWN		6,572	6,572	7,156		(583)			(583)		6,572			.0	122	07/25/2035	1
	FNMA REMIC 2005-84																				
31394F-N9-2	31394FN92		09/01/2011	PAYDOWN		14,316	14,316	15,604		(1,288)			(1,288)		14,316			.0	409	10/25/2035	1
31394F-WS-0	FNMA		09/01/2011	PAYDOWN		1,754	1,754	1,802		(49)			(49)		1,754			.0	40	01/25/2035	1
31394X-SN-7	FHLMC 31394XSN7		09/01/2011	PAYDOWN		4,402	4,402	4,572		(171)			(171)		4,402			.0	128	09/15/2029	1
31395F-NK-6	FHLMC		09/01/2011	PAYDOWN		3,382	3,382	3,525		(143)			(143)		3,382			.0	68	09/15/2024	1
31395M-SH-3	FHLMC 31395MSH3		09/01/2011	PAYDOWN		12,032	12,032	13,059		(1,026)			(1,026)		12,032			.0	331	02/15/2035	1
31395M-Y8-6	FHLMC		09/01/2011	PAYDOWN		34,003	34,003	35,862	36,043	(1,496)	(544)		(2,040)		34,003			.0	1,018	07/15/2019	1
313960-FC-8	FNMA 313960FC8		09/01/2011	PAYDOWN		3,161	3,161	3,317		(156)			(156)		3,161			.0	12	07/25/2039	1
313960-MN-6	FNMA 313960MNG		09/01/2011	PAYDOWN		5,636	5,636	6,136		(500)			(500)		5,636			.0	85	05/25/2037	1
313960-TN-9	FNMA REMIC 31396QTN9		09/25/2011	DIR		2,459	2,459	2,736		(1)			(1)		2,735		(276)	(276)	12	05/25/2039	1
31396Y-H2-1	FNMA		09/01/2011	PAYDOWN		16,076	16,076	16,954	12,415	(622)	(296)		(918)		16,076			.0	416	09/25/2035	1
31397L-S7-5	FNMA 31397LS75		09/01/2011	PAYDOWN		1,606	1,606	1,738		(132)			(132)		1,606			.0	13	07/25/2019	1
31397N-L4-5	FNMA		09/01/2011	PAYDOWN		1,128	1,128	1,246		(118)			(118)		1,128			.0	29	06/25/2039	1
31398F-2M-2	FNMA		09/26/2011	DIR		1,687	1,687	1,769		(1)			(1)		1,769		(82)	(82)	5	07/25/2019	1
31398K-ZB-9	FHLMC 31398KZB9		09/01/2011	PAYDOWN		3,864	3,864	4,041		(177)			(177)		3,864			.0	44	11/15/2038	1
31398M-GL-4	FNMA		09/01/2011	PAYDOWN		2,648	2,648	2,728	2,727	(70)	(9)		(79)		2,648			.0	58	09/25/2019	1
31398R-UH-6	FNMA REMIC 31398RUH6		09/01/2011	PAYDOWN		12,742	12,742	13,315		(573)			(573)		12,742			.0	241	06/25/2040	1
31398R-W2-7	FNMA		09/01/2011	PAYDOWN		73,262	73,262	73,308	73,262	(97)	97		0		73,262			.0	244	12/25/2036	1
31403D-DL-0	FNMA POOL #745407		09/01/2011	PAYDOWN		11,289	11,289	12,319		(1,030)			(1,030)		11,289			.0	340	04/01/2024	1
31407Q-F4-3	FNMA POOL #837287		09/01/2011	PAYDOWN		6,256	6,256	6,527		(272)			(272)		6,256			.0	20	08/01/2035	1
31410L-CR-1	FNMA		09/01/2011	PAYDOWN		14,920	14,920	16,137		(1,038)	(317)		(1,355)		14,920			.0	495	06/01/2018	1
31416B-T2-4	FNMA		09/01/2011	PAYDOWN		3,606	3,606	3,757		(74)	(80)		(154)		3,606			.0	44	07/01/2035	1
31416C-FK-7	FNMA 31416CFK7		09/01/2011	PAYDOWN		4,560	4,560	4,951		(390)			(390)		4,560			.0	62	05/01/2026	1
31416R-R5-4	FNMA		09/01/2011	PAYDOWN		23,563	23,563	24,443	24,545	(788)	(193)		(981)		23,563			.0	567	08/01/2039	1
31416X-Y2-0	FNMA		05/06/2011	DIR		1,485,586	1,500,000	1,505,039					0		1,505,039		(19,453)	(19,453)	1,833	03/01/2041	1
31417T-RT-7	FNMA		09/01/2011	PAYDOWN		28,065	28,065	29,112	29,206	(959)	(183)		(1,142)		28,065			.0	691	01/01/2040	1
31418M-QG-0	FNMA 31418MQG0		09/01/2011	PAYDOWN		12,933	12,933	13,820		(887)			(887)		12,933			.0	268	11/01/2021	1
31419A-6X-0	FNMA 31419A6X0		09/01/2011	PAYDOWN		29,294	29,294	30,709		(1,414)			(1,414)		29,294			.0	585	09/01/2020	1
31419B-AV-7	FNMA 31419BAV7		09/01/2011	PAYDOWN		29,183	29,183	31,335		(2,152)			(2,152)		29,183			.0	729	12/01/2019	1
31419F-VT-0	FNMA #AE5125		09/01/2011	PAYDOWN		13,105	13,105	13,328	13,333	(216)	(13)		(229)		13,105			.0	373	10/01/2040	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						20,371,630	19,743,728	20,439,830	382,513	(12,261)	(28,400)	0	(40,661)	0	20,401,097	0	(29,468)	(29,468)	38,217	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
02005R-AA-9	ALLY AUTO REC		09/15/2011	PAYDOWN		125,208	125,208	125,140	125,139	34	35		69		125,208			.0	683	03/15/2013	1FE
025822-AA-5	AMERICAN EXPRESS CR		08/15/2011	CALLED		303,000	303,000	302,846	302,860		32		32		302,892		108	108	509	03/15/2014	1FE
02582J-DS-6	AMERICAN EXPRESS CR		08/16/2011	DIR		214,597	215,000	214,424	214,464		95		95		214,559		38	38	437	03/15/2015	1FE
03064W-AB-4	AMERICREDIT AUTO		09/08/2011	PAYDOWN		49,883	49,883	49,875		8			8		49,883			.0	229	06/09/2014	1FE
03523T-AA-6	ANHEUSER BUSCH INBEV		04/15																		

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
06052W-AC-9..	BANK AMER AUTO TR 20..		09/15/2011..	PAYDOWN..		33,548	33,548	33,596	22,981		(48)		(48)		33,548			.0	295	07/15/2014..	1FE
126650-BD-1..	CVS CAREMARK CORP..		08/15/2011..	MATURED..		250,000	250,000	262,075	256,465		(6,465)		(6,465)		250,000			.0	14,375	08/15/2011..	2FE
13974D-AD-8..	CAPITAL AUTO RECEIVA..		09/15/2011..	PAYDOWN..		37,653	37,653	38,877	39,252	(435)	(1,164)		(1,599)		37,653			.0	1,307	03/15/2014..	1FE
14313C-AC-0..	CARMAX AUTO..		09/01/2011..	PAYDOWN..		9,486	9,486	9,557			(71)		(71)		9,486			.0	86	07/15/2014..	1FE
171203-AC-6..	CHRYSLER FINCL..		09/15/2011..	PAYDOWN..		16,357	16,357	16,587			(230)		(230)		16,357			.0	193	01/15/2016..	1FE
191219-BT-0..	COCA COLA..		08/19/2011..	DIR..		84,729	65,000	75,555			(1,112)		(1,112)		74,444		10,286	10,286	2,181	03/03/2014..	1FE
000000-00-0..	BUMPER 4..	D	08/23/2011..	DIR..		287,704	287,820	289,190					0	89,190	287,820	(1,370)	(116)	(1,486)	2,548	05/20/2026..	1FE
200466-AC-2..	CMO COMM 2006-FL12..		09/15/2011..	PAYDOWN..		2,395	2,395	2,332			63		63		2,395			.0	5	12/15/2020..	1FE
22238H-GQ-7..	COUNTRYWIDE FINL COR..		09/12/2011..	VARIOUS..		289,557	285,000	299,712	295,642		(5,016)		(5,016)		290,626		(1,069)	(1,069)	12,371	06/07/2012..	1FE
225458-VW-7..	CREDIT SUISSE FIRST..		09/01/2011..	PAYDOWN..		8,013	8,013	8,042	8,053	15	(55)		(40)		8,013			.0	271	07/15/2037..	12*
22545W-AB-3..	CREDIT SUISSE COML M..		09/16/2011..	VARIOUS..		312,763	312,763	318,530	316,691	2,772	(5,420)		(2,648)		314,044		(1,281)	(1,281)	13,943	09/15/2039..	22*
233050-AN-3..	DBUBS 2011-LC1..		09/01/2011..	PAYDOWN..		1,094	1,094	1,102			(8)		(8)		1,094			.0	20	06/01/2017..	1FE
233882-AF-6..	DAIMLERCHRYSLER AUTO..		09/08/2011..	PAYDOWN..		23,480	23,480	24,360	24,532	(325)	(727)		(1,052)		23,480			.0	826	03/08/2013..	1FE
25179S-AC-4..	DEVON FING CORP U L C..		09/30/2011..	MATURED..		400,000	400,000	426,388	416,144		(16,144)		(16,144)		400,000			.0	27,500	09/30/2011..	2FE
25214B-AA-2..	DEXIA CR LOC SOCIETE..	F	09/23/2011..	MATURED..		235,000	235,000	238,786	237,564		(2,564)		(2,564)		235,000			.0	5,581	09/23/2011..	1FE
69141D-AA-3..	TURBO FINANCE..	D	09/20/2011..	PAYDOWN..		58,018	58,018	63,984			(5,378)		(5,378)	24,741	58,018	(588)	(588)	.0	481	01/20/2019..	1FE
30224X-AA-2..	EXTENDED STAY AMER..		09/01/2011..	PAYDOWN..		2,060	2,060	2,039	2,039	20	1		21		2,060			.0	40	11/05/2027..	12*
341099-BZ-1..	FLORIDA PWR CORP..		07/15/2011..	MATURED..		225,000	225,000	238,014	231,912		(6,912)		(6,912)		225,000			.0	14,963	07/15/2011..	1FE
34529H-AC-7..	FORD CREDIT AUTO OWNER TRUST..		09/15/2011..	PAYDOWN..		75,995	75,995	76,505			(511)		(511)		75,995			.0	575	01/15/2014..	1FE
34529K-AB-2..	FORD CR AUTO LEASE T..		07/15/2011..	CALLED..		16,067	16,067	16,081	16,090	36	(50)		(14)		16,075		(9)	(9)	97	03/15/2013..	1FE
36158Y-HA-0..	GE CAP CMO..		09/01/2011..	PAYDOWN..		5,979	5,979	6,274	6,274	(287)	(9)		(296)		5,979			.0	199	12/10/2037..	1FE
362332-AB-4..	GS MTG SEC 362332AB4..		09/01/2011..	PAYDOWN..		134,800	134,800	135,432			(632)		(632)		134,800			.0	1,151	11/10/2039..	1FE
38143U-AW-1..	GOLDMAN SACHS GROUP..		07/13/2011..	8944407..		301,291	280,000	295,730	294,302		(1,980)		(1,980)		292,322		8,969	8,969	11,161	10/01/2014..	1FE
42307T-AC-2..	HEINZ H J FIN CO..		07/15/2011..	MATURED..		400,000	400,000	421,776	411,892		(11,892)		(11,892)		400,000			.0	26,500	07/15/2011..	2FE
43812W-AC-1..	TRUST..		09/15/2011..	PAYDOWN..		9,159	9,159	9,245			(86)		(86)		9,159			.0	105	05/15/2013..	1FE
43813B-AB-8..	HONDA AUTO REC..		09/21/2011..	PAYDOWN..		181,447	181,447	181,348			99		99		181,447			.0	563	03/21/2012..	1FE
	HYUNDAI AUTO RECEIVABLES																				
44921A-AC-5..	TRUST..		09/15/2011..	PAYDOWN..		11,703	11,703	11,813			(110)		(110)		11,703			.0	99	08/15/2013..	1FE
46625W-GQ-6..	J P MORGAN CHASE COM..		09/01/2011..	PAYDOWN..		132,079	132,079	137,940	135,609	2,711	(6,241)		(3,530)		132,079			.0	5,978	11/15/2035..	32*
46625W-LS-6..	JP MORGAN CMO..		09/01/2011..	PAYDOWN..		3,234	3,234	3,361			(128)		(128)		3,234			.0	72	07/12/2037..	1FE
46629P-AL-2..	J P MORGAN CHASE COM..		09/01/2011..	PAYDOWN..		167,120	167,120	171,716	169,766	(2,239)	(406)		(2,645)		167,120			.0	6,511	05/15/2047..	32*
46630J-AJ-8..	J P MORGAN CHASE COM..		09/01/2011..	PAYDOWN..		1,261	1,261	1,293			(2)		(19)		1,261			.0	40	01/15/2049..	22*
55264T-CU-3..	MBNA CR CARD MASTER..		08/15/2011..	CALLED..		303,000	303,000	302,834	302,853	(17)	35		35		302,888		112	112	775	01/15/2014..	1FE
	MERRILL LYNCH CMO																				
606935-AF-1..	606935AF1..		09/12/2011..	PAYDOWN..		5,566	5,566	5,829			(263)		(263)		5,566			.0	26	02/12/2039..	1FE
617446-7N-3..	MORGAN STANLEY..		07/14/2011..	6061105..		282,180	275,000	274,051	274,117		102		102		274,219		7,961	7,961	10,786	07/24/2015..	1FE
61746W-MV-9..	MORGAN STANLEY..		09/01/2011..	PAYDOWN..		53,852	53,852	55,602			(1,750)		(1,750)		53,852			.0	2,156	04/15/2034..	32*
62888U-AA-8..	NCUA GTD NTS TR..		09/06/2011..	PAYDOWN..		89,500	89,500	89,500					0		89,500			.0	274	11/06/2017..	1FE
62888V-AB-4..	NCUA GTD..		09/04/2011..	PAYDOWN..		16,133	16,133	16,131		2			2		16,133			.0	198	10/04/2020..	1FE
62888W-AB-2..	NCUA..		09/06/2011..	DIR..		4,081	4,081	4,081					0		4,081			.0	19	12/06/2020..	1FE
784419-AD-5..	SLC PRIV STUDENT..		07/15/2011..	PAYDOWN..		31,578	31,578	30,027	12,559	1,216	366		1,582		31,578			.0	61	01/15/2019..	1FE
784426-SN-7..	SLM STUDENT LN TR..		07/25/2011..	PAYDOWN..		16,940	16,940	16,939		(12)	14		2		16,940			.0	88	07/27/2020..	1FE
78443C-BM-5..	SLM PRIVATE CR..		09/15/2011..	PAYDOWN..		12,738	12,738	12,202			535		535		12,738			.0	38	06/15/2021..	1FE
784450-AA-9..	SLM PRIVATE ED LN TR..		09/15/2011..	PAYDOWN..		13,421	13,421	13,421	13,421				0		13,421			.0	171	12/15/2017..	1FE
80282D-AB-8..	SANTANDER DRIVE AUTO..		09/15/2011..	PAYDOWN..		51,849	51,849	51,971	51,986	(45)	(92)		(137)		51,849			.0	471	03/15/2013..	1FE
80282F-AC-1..	SANTANDER DRIVE AUTO..		09/15/2011..	PAYDOWN..		52,895	52,895	52,893	52,893	1	1		2		52,895			.0	484	08/15/2013..	1FE
80282L-AC-8..	SANTANDER DRIVE..		09/15/2011..	PAYDOWN..		22,231	22,231	22,229			1		1		22,231			.0	403	05/15/2017..	2FE
80282W-AB-8..	SANTANDER ABS..	R	09/15/2011..	PAYDOWN..		11,811	11,														

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SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
000000-00-0...	GENERAL ELECTRIC CA.....		07/05/2011..	494105.....		195,822	200,000	192,894	193,278		1,240		1,240		194,518		1,304	1,304	334	09/20/2013..	1FE...
605505-AF-2...	ARRAN RES MTGE.....	D	09/16/2011..	PAYDOWN.....		10,583	10,583	11,117			92		92	3,506	10,583	(626)		(626)	42	09/16/2056..	1FE...
605505-AN-5...	ARRAN RESIDENTIAL.....	D	09/16/2011..	PAYDOWN.....		20,945	20,945	20,781	20,358	323	92		415	367	20,945	(200)		(200)	200	09/16/2056..	1FE...
63677P-A0-6...	FOSSE MASTER ISSUER.....	F	07/18/2011..	CALLED.....		23,623	23,623	23,470	23,173		299		299		23,473		151	151	66	10/18/2054..	1FE...
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						8,761,927	8,682,718	8,875,809	6,677,111	(1,681)	(86,403)	0	(88,084)	121,415	8,727,649	4,607	34,281	38,888	227,916	XXX	XXX
8399997 - Subtotals - Bonds - Part 4						120,540,693	119,165,927	120,262,853	7,485,119	(13,942)	(110,251)	0	(124,193)	121,415	120,080,214	4,607	460,479	465,086	415,487	XXX	XXX
8399999 - Subtotals - Bonds						120,540,693	119,165,927	120,262,853	7,485,119	(13,942)	(110,251)	0	(124,193)	121,415	120,080,214	4,607	460,479	465,086	415,487	XXX	XXX
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
111994-90-1...	JP MORGAN CORE BOND FUND.....		08/04/2011..	DIR.....		13,666	XXX	12,789					0		12,789		877	877	109	XXX	XXX
9099999 - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						13,666	XXX	12,789	0	0	0	0	0	0	12,789	0	877	877	109	XXX	XXX
9799997 - Subtotals - Common Stocks - Part 4						13,666	XXX	12,789	0	0	0	0	0	0	12,789	0	877	877	109	XXX	XXX
9799999 - Subtotals - Common Stocks						13,666	XXX	12,789	0	0	0	0	0	0	12,789	0	877	877	109	XXX	XXX
9899999 - Subtotals - Preferred and Common Stocks						13,666	XXX	12,789	0	0	0	0	0	0	12,789	0	877	877	109	XXX	XXX
9999999 Totals						120,554,359	XXX	120,275,642	7,485,119	(13,942)	(110,251)	0	(124,193)	121,415	120,093,003	4,607	461,356	465,963	415,596	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

E06

[illegible]

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

(a)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
A0001		Not applicable.....

E07

[illegible]

Broker Name	Net Cash Deposits
0000001 The Chicago Board of Trade.....	23,000
Total Net Cash Deposits	23,000

(a)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
A0001		Not applicable.....

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

[illegible]

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Health Alliance Plan of Michigan

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter								
1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year	
			NONE					
8699999 Total Cash Equivalents					0	0	0	